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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-8506 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Centennial Energy, LLC
1860 West Littleton Boulevard
Littleton, CO 80120]

Section Chief
January 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

45 railcars: SHPX 221639 - SHPX 221683.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Centennial Energy, LLC, a Colorado Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

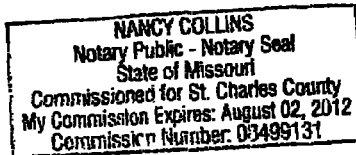
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Centennial Energy, LLC

Contract 4-8506 rider 1 dated 5/22/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221639
	Tank	SHPX	221640
	Tank	SHPX	221641
	Tank	SHPX	221642
	Tank	SHPX	221643
	Tank	SHPX	221644
	Tank	SHPX	221645
	Tank	SHPX	221646
	Tank	SHPX	221647
	Tank	SHPX	221648
	Tank	SHPX	221649
	Tank	SHPX	221650
	Tank	SHPX	221651
	Tank	SHPX	221652
	Tank	SHPX	221653
	Tank	SHPX	221654
	Tank	SHPX	221655
	Tank	SHPX	221656
	Tank	SHPX	221657
	Tank	SHPX	221658
	Tank	SHPX	221659
	Tank	SHPX	221660
	Tank	SHPX	221661
	Tank	SHPX	221662
	Tank	SHPX	221663
	Tank	SHPX	221664
	Tank	SHPX	221665
	Tank	SHPX	221666
	Tank	SHPX	221667
	Tank	SHPX	221668
	Tank	SHPX	221669
	Tank	SHPX	221670
	Tank	SHPX	221671
	Tank	SHPX	221672

Schedule A

Equipment

Centennial Energy, LLC

Contract 4-8506 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	221673
	Tank	SHPX	221674
	Tank	SHPX	221675
	Tank	SHPX	221676
	Tank	SHPX	221677
	Tank	SHPX	221678
	Tank	SHPX	221679
	Tank	SHPX	221680
	Tank	SHPX	221681
	Tank	SHPX	221682
	Tank	SHPX	221683

45

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/6/2010



Robert W. Alvord